

FILING DOCUMENTS WITH THE OFFICE OF THE MINNESOTA SECRETARY OF STATE

DRAFTING THE DOCUMENT

Standard forms are available without charge from the Secretary of State's website at www.sos.state.mn.us/index.aspx?page=331, and is also available by mail from that office. While these forms are designed to meet minimum requirements of the law, they are not intended to address every possible situation. Consultation with an attorney can help the business owner draft a document that reflects the needs and desires of the parties and understand the legal effects of the filing.

Documents must be legible. The Secretary of State permanently records all documents; this process demands a legible copy. Thus, documents that are illegible are not accepted for filing. Copies and legible fax transmissions are acceptable. Original signatures are acceptable if legible, but are not required; in most cases a copy will suffice.

The proper fee must accompany the document. A current fee schedule appears at the end of this section. Information regarding payment methods is available on the Secretary of State's website at www.sos.state.mn.us.

TIME REQUIRED FOR FILING AND PROCESSING DOCUMENTS

Documents are usually reviewed the day they are received by the Secretary of State. In cases of complex documents or heavy seasonal workloads, review may take place the day following receipt. Non-expedited drop-offs are reviewed the business day following drop off.

COMMON REASONS WHY DOCUMENTS ARE NOT ACCEPTED FOR FILING

A document may be returned unapproved and not accepted for filing by the Secretary of State for a number of reasons. Some of these include:

- An incomplete address is submitted. Documents must state the full street address, city or town and zip code number.
- The filing fee submitted is not correct.
- The signatures of the required parties are incorrect or incomplete. All incorporators of a corporation or organizers of a limited liability company must sign the original articles. Other filings must be signed by a person who is authorized by the business entity to sign those documents. The business entity's attorney can assist in determining who is authorized to sign documents.

- The name referred to in an amendment or subsequent filing is incorrect. In submitting amendments or any other subsequent filings the name of the corporation or other business entity must be identical (in spelling and punctuation) to the legal name on file with the Secretary of State.
- The name submitted for a corporation, limited liability company or limited liability partnership is not distinguishable from an existing corporate or assumed name, trademark or servicemark, limited liability company, limited partnership or limited liability partnership name.

ELECTRONIC ACKNOWLEDGEMENTS AND ONLINE SIGNATURES

The Secretary of State is authorized to receive documents and issue acknowledgements electronically.

Any document submitted to the Secretary of State online may be signed by any person as agent of the person whose signature is required by law. The signing party must indicate on the application that they are acting as agent of the person whose signature would be required and that they have been authorized to sign on behalf of the applicant. The name of the person signing, entered on the online application, constitutes a valid signature by such an agent.

SECRETARY OF STATE FEE SCHEDULE FOR BUSINESS ENTITY FILINGS

The following fees are effective as of the date this Small Business Assistance Office publication, [*A Guide To Starting A Business In Minnesota*](#) was printed. Questions may be directed to the Secretary of State's office at the address and telephone number provided in the Resource Directory section of the *Guide*.

Business Services Filings Fees

Filing Type	Mail Filings	In-Person & Online Filings
Assumed Name		
<i>Minn. Stat. Chapter 333</i>		
Certificate of Assumed Name -Original Filing	\$30	\$50
Amendment	\$30	\$50
Annual Renewal	\$0	\$0
Annual Renewal Reinstatement	\$25	\$45
Cancellation	\$0	\$0
Limited Liability Partnership (Domestic) / (Foreign)		
<i>Minn. Stat. Chapter 323A</i>		
Statement of Qualification -Original Filing	\$135	\$155
Statement of Amendment/Cancellation	\$135	\$155
Annual Renewal	\$135	\$155
Annual Renewal Reinstatement	\$160	\$180
Statement of Denial / Dissociation / Dissolution / Merger	\$135	\$155
Statement of Partnership Authority	\$135	\$155
Resignation of Agent	\$135	\$155
Limited Partnership (Domestic)		
<i>Minn. Stat. Chapter 321</i>		
Certificate of Limited Partnership -Original Filing	\$100	\$120
Amendment	\$50	\$70
Annual Renewal	\$0	\$0
Annual Renewal Reinstatement	\$25	\$45
Merger	\$50	\$70
Resignation of Agent	\$50	\$70
Statement of Dissociation / Dissolution / Termination	\$50	\$70
Statement of Withdrawal	\$50	\$70

Business Services Filings Fees

Filing Type	Mail Filings	In-Person & Online Filings
Limited Partnership (Foreign)		
<i>Minn. Stat. Chapter 321</i>		
Certificate of Authority -Original Filing	\$100	\$120
Amendments	\$50	\$70
Annual Renewal	\$0	\$0
Annual Renewal Reinstatement	\$25	\$45
Cancellation / Merger Filings	\$50	\$70
Resignation of Agent	\$50	\$70
Business Corporation (Domestic)		
<i>Minn. Stat. Chapter 302A</i>		
Articles of Incorporation -Original Filing	\$135	\$155
Amendment / Dissolution Filings	\$35	\$55
Annual Renewal	\$0	\$0
Annual Renewal Reinstatement	\$25	\$45
Conversion to Limited Liability Company	\$35	\$55
Merger	\$60	\$80
Resignation of Agent	\$35	\$55
Business Corporation (Foreign)		
<i>Minn. Stat. Chapter 303</i>		
Certificate of Authority -Original Filing	\$200	\$220
Amendment / Merger / Withdrawal Filings	\$50	\$70
Annual Renewal	\$115	\$135
Reinstatement	\$300	\$320
Resignation of Agent	\$50	\$70
Nonprofit Corporation (Domestic)		
<i>Minn. Stat. Chapter 317A</i>		
Articles of Incorporation -Original Filing	\$70	\$90
Amendment / Merger / Dissolution Filings	\$35	\$55
Resignation of Agent	\$35	\$55
Annual Renewal / Reinstatement	\$0	\$0
Change of Registered Office only	\$0	\$0
Resignation of Agent	\$35	\$55
Nonprofit Corporation (Foreign)		
<i>Minn. Stat. Chapter 303</i>		
Certificate of Authority -Original Filing	\$50	\$70
Amendment / Merger / Withdrawal Filings	\$50	\$70
Resignation of Agent	\$50	\$70

Business Services Filings Fees

Filing Type	Mail Filings	In-Person & Online Filings
Limited Liability Company (Domestic)		
<i>Minn. Stat. Chapter 322B</i>		
Articles of Organization -Original Filing	\$135	\$155
Amendment / Dissolution Filings	\$35	\$55
Annual Renewal	\$0	\$0
Annual Renewal Reinstatement	\$25	\$45
Conversion to Business Corporation	\$35	\$55
Merger	\$60	\$80
Resignation of Agent	\$35	\$55
Limited Liability Company (Foreign)		
<i>Minn. Stat. Chapter 322B</i>		
Certificate of Authority -Original Filing	\$185	\$205
Amendment / Merger / Withdrawal Filings	\$350	\$55
Annual Renewal	\$0	\$0
Annual Renewal Reinstatement	\$25	\$45
Resignation of Agent	\$35	\$55
Cooperative (Domestic)		
<i>Minn. Stats. §§ 308A & 308B</i>		
Articles of Incorporation/Organization - Original Filing	\$60	\$80
Amendment	\$35	\$55
Annual Renewal	\$0	\$0
Annual Renewal Reinstatement	\$25	\$45
Merger	\$60	\$80
Resignation of Agent	\$35	\$55
Cooperative (Foreign)		
<i>Minn. Stat. Chapter 303</i>		
Certificate of Authority -Original Filing	\$200	\$220
Amendment / Merger / Withdrawal Filings	\$50	\$70
Annual Renewal	\$115	\$135
Reinstatement	\$300	\$320
Resignation of Agent	\$50	\$70
Reservation of Name		
Name Reservation - Original Filing	\$35	\$55
Name Reservation Renewal	\$35	\$55
Cancellation	\$0	\$0

Business Services Filings Fees

Filing Type	Mail Filings	In-Person & Online Filings
Trademarks		
<i>Minn. Stat. Chapter 333</i>		
Certificate of Registration -Original Filing	\$50	\$70
Renewal	\$25	\$45
Cancellation	\$0	\$0
Assignment	\$15	\$35
Legal Newspapers		
Legal Newspaper Registration – Original Filing	\$25	\$25
Legal Newspaper Renewal	\$25	\$25
Miscellaneous Business Filings		
Abandoned Name Affidavit	\$35	\$55
Articles of Correction	\$35	\$55
Consent to Use of Name	\$35	\$55
Service of Process		
Minnesota Entities	\$35	\$55
Non-Minnesota Entities	\$50	\$70
	Mail & In-Person Orders	Online Orders
Business Copy Fees		
Copy of Original Filing	\$3	\$13
Certified Copy of Original Filing Only	\$8	\$18
Original Filing Plus Amendments	\$6	\$16
Certified Copy of Original Filing Plus Amendments	\$11	\$21
All Amendments	\$3	\$13
Certified Copy of All / Specific Amendments	\$8	\$18
Copy of Specific Amendment	\$3	\$13
Business Certificate Fees		
Certificates Issued		
Certificate of Good Standing or Certificate of Existence and Registration (Certificate issued depends on business type)	\$5	\$15
No Record Certificate	\$5	N/A